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INSIDE A BARELY LEGAL GIRL

Hey! It's me, Lindsey. You guys know how I'm always here working late, all alone, trying to get the magazine out on time. I can't keep you waiting for the new issue! Anyway, sometimes when I'm editing the photo sets, I have to, you know, take care of things. Down there.

Well, the other night I was...taking care of things, and I heard a noise. You guys—I *wasn't* alone! It turns out the cleaning crew has been peeping on me for weeks now! I'm so embarrassed. If I had known people were watching, I would have put on a show!

Why couldn't I have been more like our July girls? Instead of yanking my panties right off, I should have slid my hand in and teased a little, like Lorelai. Instead of sitting in my (very sticky) desk chair, I should have gotten on all fours and spread from behind, like JC. Or maybe flashed a little butthole, like Livia, or stuck two fingers in my pussy, like Khloe.

I'll *never* get over the embarrassment—until tonight. I'm working late again. ;)

xxx Lindsey

Lindsey
Special Consulting Editor

BARELY LEGAL®

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22



6



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58



38

TALIA SHEPARD

mammary lane

Hey, it's Lindsey. Former Teen Queen of the Month Talia (May 2010) is one of my favorite BL girls of all time. I was dying to have her back, but then I heard she got a *huge* boob job last year, and you know BL has a strict no-implant policy. Well—Talia to the rescue! She dug up these photos from right before her surgery, just so we could run her one more time. :)

Talia, thank you for finding these photos. They must be a trip down memory lane for you.

Yeah. My boobs look cute here, but I *love* what I have now.

What made you go all the way up to a 28GG? That's like having two extra heads!

LOL! Well, for me, modeling is an art. I want to make a statement and get a reaction.

You're definitely doing that. What do you like most about modeling?

I love expressing myself—my passion, my sexiness, my seductive personality.

What do you do for fun?

Write erotic stories. Watch scary movies. Play with my dog, Sayla. She's my furry baby.

Sayla—that's an unusual name.

She's named after *c'est la vie*, which means "that's life." It's my philosophy.

What turns you on the most?

Watching porn. Omigod, I just recently watched the hottest scene ever—this girl was getting her ass *pounded*.

Are you planning to do porn yourself?

No, not hardcore. You might not believe it, but I've only had sex with five guys in my life.

Wow, you're practically a nun! A very naughty nun.

LOL! I like that. Anyway, I don't need to have actual sex on camera. Just by modeling, I feel a sexual connection with the viewers. I hope they feel it, too.

We'll soon find out! ★







AGE: 22
HEIGHT: 5-5
WEIGHT: 120 POUNDS
MEASUREMENTS: 36C-25-36
HOMETOWN: GILBERT, ARIZ.













DEAR BARELY LEGAL

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MARCH 2012 PANTY AND SOCK CONTEST WINNERS!

M.B., Missy spoke and you listened. You have to own her panties. And D.M.C., we believe in miracles, too. Wear Missy's right sock in good health!



Missy,

You are the hottest girl to grace the pages of BARELY LEGAL in a long time. I'm not a math teacher, but I am a whiz at math and would love to prepare for you a smorgasbord of tuna fish sandwiches while we plan our hot, adventurous sexual encounters in the malls across America. But first I'd love to take your panties, that I'm gonna be receiving in the mail after winning this contest, and get my copy of BARELY LEGAL #119, put the DVD in my player, and watch you coming on-screen while I jack off using your silky panties to bring myself to an enormous orgasm. I'll shoot a nice, big, hot, creamy load in your panties and keep them warm till I can bring them back to you to wear while we eat those tuna sandwiches and plan our mall-sex encounters. This way you can have a creampie both before and after I make love to that beautiful, sweet, sexy body of yours. I want to smell the sweet, pungent odor coming from your wet, juicy pussy and then taste those sweet juices pouring from your hot pussy as we begin our hours of hot, wild public sex.

M.B.
Kentucky

Missy,

I want your socks because there's two of them! One I couldn't help but sniff, lick, and, of course, masturbate into immediately. And the other would be perfect on my right foot that's full of cadaver bone and hardware after a car accident last May. I will never be able to run on my right foot again, according to my doctors. Who cares? Every time I look into your brown eyes, I see that miracles can happen! Thank you!

D.M.C.
Utah

Dear BARELY LEGAL,

I feel so elatedly happy being named the winner of Maryjane's autographed socks [September 2011]. The day that I received confirmation I laughed out loud, saying, "Omigod, I won!" My heart was racing, my cock hard. Ideas ran wildly in my head on what to do with Maryjane's socks first.

I put my hand inside one of Maryjane's sexy socks, rubbing it up against my cock and balls. The softness sent tingling sensations, causing erotic feelings. I slipped my other hand inside the other soft sock, then used my hands as mittens up against my cock. In my fantasy Maryjane was foot-fucking my cock with her socks on, making me horny for her sex. I let loose my hard, throbbing cock, coming in all directions.

The next day I put Maryjane's socks on my feet. My cock got so erect. I moved my toes around inside Maryjane's soft socks. The



whole time I had my BARELY LEGAL magazine open to Maryjane's gorgeous nakedness. I felt so horny, with erotic sensations running throughout my naked body as I masturbated. Then all at once I came all over my naked legs, stomach, cock, and balls, my hands covered in cum.

Naughty Johnny
Ohio

I'm so happy you're enjoying your prize, Naughty Johnny! Thanks for writing!

—Lindsey

Dear Lindsey,

Thank you for another great issue of BARELY LEGAL [February 2012]. Your girls are always so hot. Rylee was so hot I almost came when I saw her. I look forward to each issue so I can read *Inside a BARELY LEGAL Girl*. You make each issue perfect with your knowledge of pussy. You are so hot, Lindsey. I get so hard thinking about you as I jack off. Don't change a thing about you.

Rodney
California

Thanks, Rodney! You make me feel hot in a certain place (hint: my pussy). In other hot news, Rylee's coming back later this year. P.S. She still has her braces!

—Lindsey

Dear BARELY LEGAL,

The February issue is the best so far, if you ask me. Kelly Klass from Tulsa, Oklahoma—great bush, and those pussy lips I could lick and suck for hours.

Felicity Johnston [*Believe in Me: A BARELY LEGAL Confession*] from Fayetteville, Arkansas, saved by Pastor Joe! I think Felicity needs to be saved by Pastor Earlon. I would make sure Pastor Joe licked her asshole the right way, then push my penis inside her tight little asshole.

Aubrey Belle from Springfield, Missouri—the best of all. Her cute face, that pretty smile. I would love to kiss every inch of her body.

The best thing is, all three of these young ladies live only a hop, skip, and a jump from me. They sure know how to grow them in the heartland.

Earlon from Missouri

You mean they grow them extra naughty? I agree!

—Lindsey

Dear Lindsey,

It's been a while since I've written, but you know I only write when it's important. So...what's up with all of the beautiful natural redheads denying me my full bush? Lindsey, you've got to help us bush lovers. How about trying to get Faye Reagan (February 2008), Ruby (July 2010), Dani (November 2010), Aubrey Belle (May 2011 and February 2012), Emilee (Anniversary 2011), and Kloe (January 2012), just to name a few, to give us the "fire bush"?



I hope you can give us full-bush fans what we need. Thanks for everything, Lindsey. I love this magazine, so keep up the great work.

Muff Diver
Ohio

M.D., I wish I could get those girls to go furry, but they love their bald pussies. All I can do is keep hunting for hairy carrot-tops—like Jess, on page 90 of this very issue! Also, next month we have an unshaved auburn beauty named Fawna, and later this year Pepper Kester (December 2011) returns. Pepper doesn't have a full bush, but I hope you find her mini muff dive-worthy!

—Lindsey

Dear Lindsey,

I have been a subscriber to BARELY LEGAL for a few years now. Love your magazine, your column, your photos, and all the models who appear. Each issue keeps getting better and better. What I like, and feel that sets BL apart from the other young-girl mags, is the intimate interviews

that you do with each model. Not only does the reader get to view their luscious bodies, but he gets to be somewhat intimately acquainted. This way I get to pick girls that not only appeal to me by looks, but closely match my interests and sexual desires, whether they are pro models or modeling for fun, budding porn stars or just the gal-next-door type. And you really seem to get into each and every interview. You no doubt enjoy being with a sexy and tasty young gal as well as with men. Your comments add spice to the interviews.

Continued success with your column and your interviews. Looking forward to the next—and all issues.

D.B.
Illinois

Thanks, D.B.! Interviewing naked girls is super-fun—and also super-hard! Good thing I have lots of will power. :) —Lindsey



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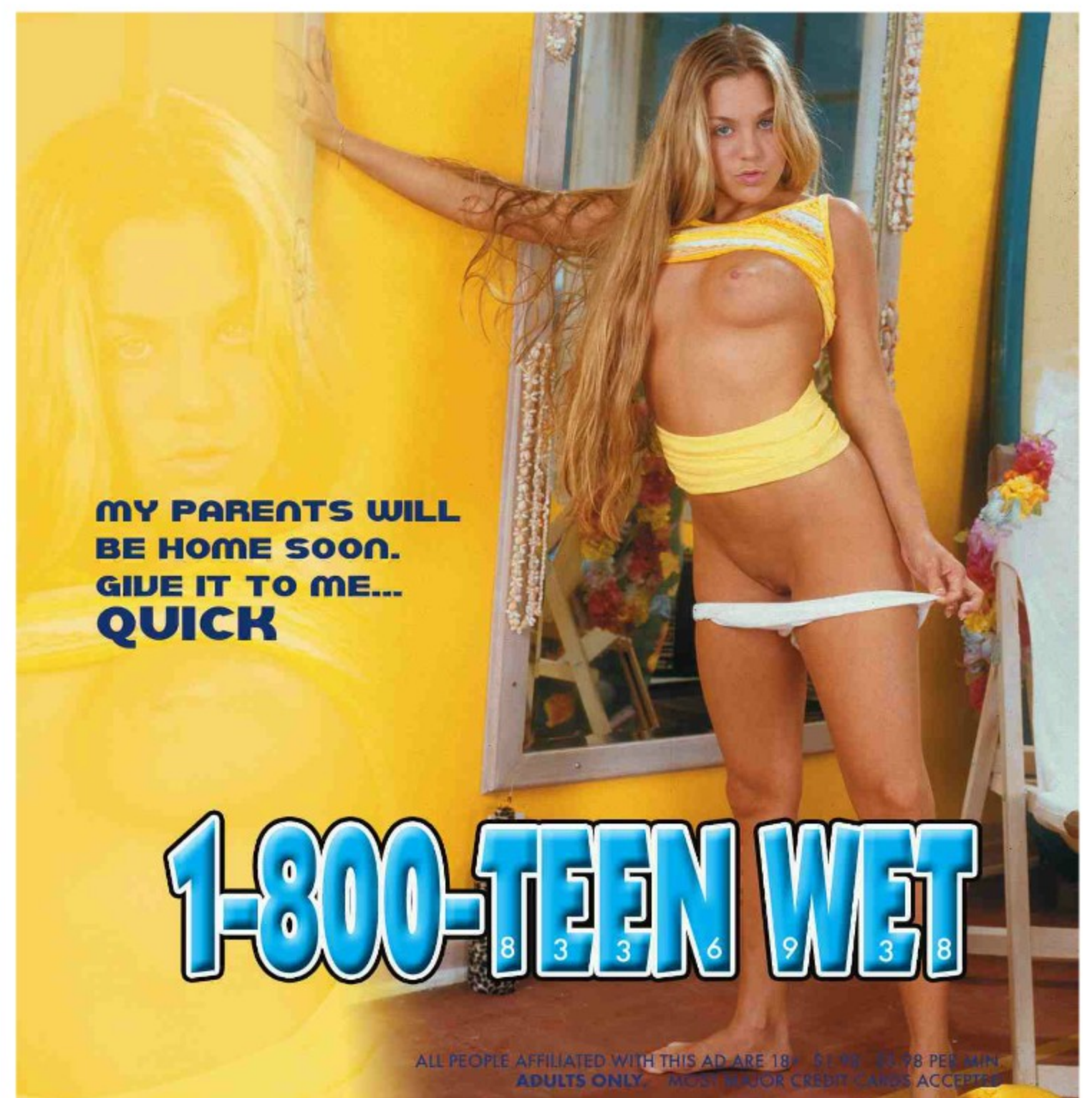
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A young woman with long blonde hair is posing on a rooftop pool deck. She is wearing a colorful floral bikini top and matching bottoms. She is also wearing a large yellow necklace with a circular pendant. She is sitting on a blue and green patterned towel. In the background, there is a swimming pool and some potted plants.

LIVIA

**fancy
no-pants**

PHOTOGRAPHY BY SAGECHICKS.COM



Hello! Stacy the intern here. College cutie Livia has some *très* chic ways, but don't worry—she's a very dirty girl!

Hey, Livia! Did you like posing nude?

Yes. I love to please men.

What is your best physical feature?

My collar bones—they're distinguished and elegant.

Do you enjoy exposing yourself in public?

Yes, I love going to nude beaches. This bikini is just a temporary situation.

Do you wear panties?

No, never.

What are your favorite hobbies?

Traveling, movies, music.

What's your favorite place to visit?

Spain.

What's your favorite movie?

Wings of Desire.

What's your favorite music?

Velvet Underground.

How did you lose your virginity?

Anal sex on the beach in Europe.

Ooh, fancy! Was it good?

It was perfect.

How often do you masturbate?

Two times per month-ish.

What's your favorite method?

Fantasizing during large-object insertion.

Do you like to give BJs?

Yes. I love to please men.

Do you swallow?

Yes. I love to please men.

Man, I wish I was a man! Or do you like girls?

Yes, I'm bi.

What's the best time you ever had with a girl?

With my GF at *The Rocky Horror Picture Show*.

What kind of girls do you like?

Curvy and submissive.

What kind of guys do you like?

Strong, experienced, worldly.

What's your favorite position?

Anal. It's very tight and pleasing.

What's the best way for you to come?

When I ride on top.

Where do you like a guy to come?

Anywhere.

Have you ever had sex in public?

Yes, in front of a chateau where I was dining in the center of France.

What's the absolute best sex you've ever had?

In a bus stop while a cop watched and masturbated.

What's the best way for a guy to get with you?

By clubbing me on the head and dragging me back to his cave.

What are your future goals?

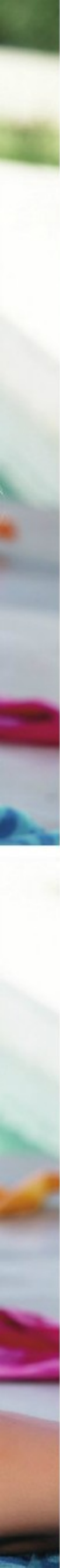
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HEIGHT: 5-2
WEIGHT: 95 POUNDS
MEASUREMENTS: 32B-23-31
HOMETOWN: BERKELEY, CALIF.













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PHOTOGRAPHY BY ALLAN SIMMONS



CICI

sophisticated virgin

Cici blossomed late in her teenage life. Throughout her terrible high school years, Cici was considered awkward and ugly in the cruel judgment of her peers.

Cici's parents immigrated to America from their native island, Corsica, when she was 14. At the time, Cici was pudgy and short. She marveled at the long-legged American girls. Blond hair, gleaming-white teeth and firm, perky breasts seemed the birth rights of the American race.

Cici used to walk home from school with tears staining her sad, pimply face.

Last autumn, as Cici entered her 18th year, her body was wracked with radical transformations. She scarcely recognized it as her own. Her legs sprouted like weeds.











She grew long and shapely. Her lips swelled and ripened with adult sensuality. Her chest bloomed with the fullness of a woman.

Cici found pleasure in the mysterious developments teeming in her flesh. Her mother took her aside and schooled her in the arts of Old World feminine sophistication. Cici learned that a young woman's skin yearns for the comfort of French-cut lace. The graceful arches of her feet are best displayed in high heels, preferably sandals with straps that are elegant and thin. Her mother told her to always sit straight, keeping her breasts high, as if they might rise up to her chin.

Cici understood a woman's sophistication, but her shyness continued to bind her with adolescent inhibitions. She had a crush on her junior-college music professor, but faltered when it came to expressing her desires to his face.

Her professor went away last weekend and asked Cici to water his plants. Armed with her teacher's keys, Cici made frequent visits to his Uptown New York apartment. Discovering his Polaroid camera on a table, Cici hit upon a plan.

Cici stripped in the older bachelor's apartment. She spent hours, arranging herself in the poses of a sophisticated virgin. Her idea had been to scatter her photos

around the room, then slip out before she could be discovered.

The needs of Cici's painful virgin condition distracted her from her timetable. Setting the camera aside, she lay back and soothed the throbbing in her quim.

As Cici found relief, she did not hear the turning of the lock. She did not notice the professor stepping through the door.

Teacher discovered his star pupil, the sophisticated virgin, fingering her cunt on his floor.

Cici burned with shame and embarrassment. Teacher did not make things better by throwing his head back and laughing at her humiliation.

Cici cried as she had done many times before. This time, however, Cici found a happy ending. Teacher unzipped his slacks and gave her something comforting to suck on. Soon, he nailed Cici on the floor and extracted the cherry that had been clogging her innards so painfully during these recent months.

Grateful, Cici asked her professor how she could ever repay him. Teacher told her to wait for him each night, nude on the floor of his apartment.

Cici waits for her teacher again, eager to greet him as she did before, a sophisticated virgin jacking off in the middle of an empty room. ★





KHLOE KUSH

shake that tush

It's me again, Stacy the intern. Up-and-coming porn starlet Khloe lives in L.A., but she's still a down-to-earth Jersey girl.

Hey, Khloe! Did you like posing nude?

Yes, yes, I love it!

What do you think is your best physical feature?

My ass, because it's huge. The rest of me is petite.

Are you going to get implants?

No way! I love natural boobies.

What made you get into porn?

I thought it would be a fun experience.

And is it?

Yes! I genuinely enjoy it.

Were you nervous the first time you shot a scene?

No, I've always been a performer—I was in lots of musicals in high school. Dance and choreography are my passion.

Have you ever done any exotic dancing?

Yes, I stripped for about a year. I loved performing and interacting with the customers. Learning pole tricks was fun, too.

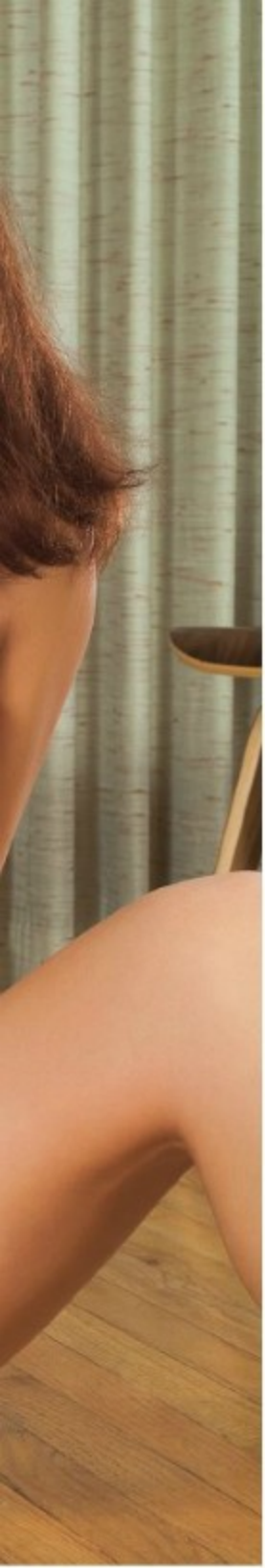
I'd like to see one of your pole tricks!

I'm a little rusty. LOL!

PHOTOGRAPHY BY DAVE NAZ







AGE: 20
HEIGHT: 5-0
WEIGHT: 112 POUNDS
MEASUREMENTS: 34B-25-34
HOMETOWN: TOMS RIVER, N.J.



You have, like, the cutest laugh I've ever heard.

Thank you! I like laughing and having a good time. Life is too short to be bummed out.

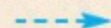
You *never* get bummed out?

Never for too long—although I wish people would stop calling me “Snooki” and “Jersey Shore.” *Ugh.*

You look more like Natalie Portman to me.

Wow! You get a kiss for that.

I love my job! Which reminds me, what turns you on the most?
Sucking cock and kisses on my neck.



What turns you off?

Nothing!

What's the best way for a guy to get with you?

Take me to my favorite restaurant in L.A. for a burger and fries.

That's easy.

I am easy. Fucking is fun!

What's your ultimate goal?

Well, I'd love to be a star, but if it doesn't happen, at least I can say I tried. I want to always live life to the fullest! ★













KHLOE'S PANTIES!

To enter the contest, all you have to do is send us a letter saying *why* you want Khloe's panties and what you plan to do with them. All entry letters will be read and evaluated by the BARELY LEGAL staff. Whoever writes the best letter, according to the staff, will win Khloe's autographed undies! The winning letter will also be published in the October 2012 issue of BARELY LEGAL.

Send your letter in by June 5, 2012. Please remember to include your full name, address, and phone number, and be sure to read the contest rules carefully!

RULES: No purchase necessary. Must be 18 or older to enter. Email your entry letter to barelylegal@lfp.com; or mail your letter to Panty Giveaway Contest c/o BARELY LEGAL, 8484 Wilshire Blvd., Suite 900, Beverly Hills, CA 90211. The best letter, as determined by the BARELY LEGAL staff, will win. A purchase would not affect your chances of winning. This contest is void where prohibited by law. Send your letter in by June 5, 2012. Please remember to include your full name, address, and phone number, and to indicate next to your signature whether you wish us to publish your full name or your initials only. **Be sure to read the contest rules carefully!** All entries become the property of LFP Publishing Group, LLC and BARELY LEGAL Magazine and will not be returned to contestants. Odds of winning will be determined based on the actual number of eligible entries received prior to deadline. The sponsor will contact the winner by email or mail, and will mail the winner his or her prize at no cost to the winner. Sponsor will not be responsible or liable for failure to contact winner. The contest is open to anyone over 18 years of age, other than employees of LFP Publishing Group, LLC, its affiliates and advertising agencies, as well as their immediate family members and persons living in their household.

perfect fit

a BARELY LEGAL
confession

by lorelai ribot

PHOTOGRAPHY BY STEVEN ANDRES



WOW, YOU GUYS. Never in a million years did I imagine I would be featured in BARELY LEGAL. I haven't always been the most confident girl in the world. I'm shy and artistic, and I never meshed with the people at my high school. My school is very, like, jock/cheerleader, and that's just not me. I want to go to art school. But then the art kids at school, I never felt cool enough for them. It's like I never fit in with anyone ever.

I had a boyfriend for a minute, this musician named Paolo who moved here from Brazil. We had sex and it seemed so special. I thought we were in love. Then he dumped me without explanation.

I was devastated. The weekend after we broke up, I stayed in bed and cried. My mom kept trying to bring me hot tea and grilled cheese, but I refused to eat. My best friend Deb kept calling, but I wouldn't pick up. She finally just showed up. She peeked her head in the door.

"Why aren't you answering your phone?"

"I can't talk." I started sobbing again.

"Come on." She closed the door and stretched out beside me, stroking my hair. "Paolo is a shit."

I wrapped my arms around her waist and buried my face in her neck. "What is wrong with me?" I sniffed.





AGE: 18
HEIGHT: 5-1
WEIGHT: 95 POUNDS
MEASUREMENTS: 34A-24-35
HOMETOWN: LITTLE ROCK, ARK.

"Nothing." Deb kissed my forehead. "You're the best."

Something inside me shifted. Deb and I have been friends forever, and I've never felt anything lez. Now, totally not on purpose, my pussy was wet.

Deb is beautiful. She looks like Michelle Williams on that old show *Dawson's Creek*. Which is hilarious, 'cause Deb always tells me I look like Katie Holmes.

"You're pretty," I said. I ran my hand under her sundress and up her thigh.

"You're pretty." She slipped her hand under my T-shirt and

"Omigod, it's too good," she moaned. "You're gonna make me come too quick."

"I want you to." I slurped her pussy as deep as I could get it. "Squirt in my mouth."

"Oh, fuck," she gasped. "Oh, god. Oh, fuck. YESSS!!!"

Her pussy exploded. Sweet, salty juice filled my mouth. She twitched and moaned and pulled my hair.

"Get up here so I can make you come," she panted.

I was almost there already. I sat on her face. She slid two fingers inside my hole and licked my clit.



cupped my tit. I wanted to taste her mouth. I slid my tongue between her lips. She pinched my nip.

We were lovey-dovey for a sec, but it dissolved into crazy horniness. We tore each other's clothes off and ground our naked bodies together, our pussies slippery wet.

"Let me lick your clit," I panted.

Deb stretched out on her back and spread her legs. I nuzzled her wet slit. I loved the way she smelled, like fruit and spice. I dragged my tongue between her lips and jabbed the tip into her hole. I sucked her swollen clit.

"You're so wet," she whispered.

I rocked against her mouth. Her tongue was hot and slippery. My insides welled up. My pussy was hot and swollen. I was coming.

"Yeah yeah YEAHHH!"

Lezzing out didn't turn me gay, but I felt better after. I was ready to focus on things other than Paolo—like applying for art school. Graduation was coming up quick.

There's a college close to Little Rock with a good program. I took a day off school to visit and sit in on a ceramics class.







I love working with clay, so I was super excited. Then I saw the instructor. *Swoon!* He was, like, earthy, with a beard and big blue eyes. Plus he was tall and kind of stocky. I'm tiny, and I love big men. They make me feel protected. I introduced myself.

"I'm Lorelai. I'm here to observe."

"I'm Heath." We shook hands. I hoped he couldn't tell that I was trembling. "Welcome."

The class worked with pottery wheels. I watched Heath's hands on the clay and imagined what they'd feel like on my skin. I lingered after to thank him.

"I...I really enjoyed sitting in," I stammered. It was just the two of us now and I was so nervous! "I think I'd get a lot out of your class."

"I'm glad," he said. "Have you worked with a pottery wheel before?"

"Some, but I'm not very good."

"I can teach you. If you feel like hanging around, I'll show you some basics."

Was I dreaming?

We started slow. I kept messing up, smushing the clay all wrong, sending globs flying. But Heath was patient. He leaned in close, guided my hands.

"Good," he said. I loved the way he smelled, like woods and leaves. I felt his breath on my neck. My clit got hard, my face hot.

"You're a natural." His lips were so close to my ear, I could almost feel them.

"Really? I feel like a spaz."

"No. Your hands are supple."

My heart pounded. His hands slid up my arms. I shivered and broke out in goose bumps. His mouth brushed against my cheek.

"Your skin is beautiful," he whispered.

My head spun. Was this happening? He kissed my neck. I got weak. My foot slipped off the pottery wheel's pedal. Clay went flying, hitting the walls with a *smack*.

"Don't worry," Heath said. He turned me around and kissed me. His beard tickled my lips. "There's something special about you," he whispered, running his hands over my chest. "You have talent."

My nips were like, *Boing!* He ran his tongue across my lips and nudged it inside my mouth. It was the world's hottest kiss.

"Will you touch it?" He guided my hand between his legs. He was hard and throbbing. I squeezed his cock.

"Now will you put it in your mouth?"

"Yeah."

I was nervous 'cause I don't have a lot of blowjob experience, but I told myself to relax and do what felt natural. I knelt between his knees and unzipped his jeans. His boner was raging. I wrapped my fingers around the base and licked the tip, rolling my tongue over it and sucking it into my mouth.







"Yeah," he breathed. "Keep going."

I slid my mouth further down his cock, inching slowly until the head nestled against the back of my throat. I was so worried I'd gag—but I so didn't! I loved having my mouth full of him. I bobbed up and down, slow, then fast.

"Lick my balls," he said.

I dragged my tongue across his nuts and sucked each one into my mouth. I felt dirty and I liked it!

"Hold on," he panted. "I want to feel your pussy. Sit in my lap."

I lifted my skirt and straddled him. He slid his finger under my panties and into my hole. Omigod, it felt good. Sometimes guys are really rough when they finger a girl. Heath knew just how to do it.

"Oh, god," I sighed.

He rubbed his thumb against my clit. "You gonna come?"

"Oh, yeah."

I dug my fingers into his shoulders and squirmed against his hand. My pussy trembled. My insides welled up. "Annnnnkkkkkkk!" I thought I was going to pass out.

"You'll let me come on you now?" he gasped. "On your tits?"

I stretched out on the floor and lifted my shirt. Heath pulled on his cock.

"Unghh! Unghhhhh!" He hosed my chest. His jizz was hot, and there was a ton of it. I rubbed it into my skin. I felt slutty and sexy.

"Wow," I said. "I've never done anything like that."

"If you'd like," Heath said, "we can do something like that again. Are you free Saturday night?"

Omigod, for real?!

"Sure," I said.

"Give me your number and I'll text you my address."

I mean, *whoa*. I did not expect my campus visit to turn out like this.

Driving to Heath's house Saturday night, I had such severe butterflies I thought I was going to hurl. I pulled into his driveway, my heart racing. I rang the doorbell and he opened.

"Come in."

His house was so cool, full of ceramics and sculptures and art books. He had tons of plants and a huge tabby cat. The place was so, like, bohemian. I felt like I fit right in.

"Would you like some wine?" he said.

"Sure." I never drink, but I didn't want him to think I was a square or something.

"Have a seat. I'll be right back."

I settled into the couch. He brought me a glass and sat next to me, close.

"Our visit after my class this week was really something. I hope you'll decide to enroll this fall. I'd love to teach you more."

"I'd love to learn."

He rested his hand on my thigh.

"I like your dress. You should take it off."

My heart leapt. I felt so wanted.

Heath slid the straps off my shoulders and peeked down the top at my cleavage.

"Such sweet little tits."

He slipped my dress down and pressed me onto my back, sucking my nipples. His hands circled my waist.

"You're so little," he murmured. He dipped two fingers into my cooch. "Your pussy's so tight." He dragged his mouth down my chest, down over my belly, lower, till his tongue was in my slit. I moaned.

"You taste good," he said. "You'll let me stick my dick in?"

"Yeah."

I kicked off my sandals and stretched across the couch, legs spread. He tore off his jeans and T-shirt and lay down on top of me. I loved the way his broad, furry chest felt against my tits. His boner slid between my pussy lips. It felt so good and hard against my clit.

"Good god, you're wet," he panted, grinding against me. I could have come just humping against him like that. He grabbed his dick and slapped it against my clit. I tingled all over. I might have been the most turned on in my life, ever.

"I'm gonna fuck you now," he said.

Being talked dirty to is *sexy*.

Heath crouched over me and spread my lips. He nudged his dick against my pussy and popped the tip in. The anticipation was almost too much. My legs were shaking.

"Auuuuugh." He slid his cock all the way in. Omigod, it was big. He slung one of my legs over his shoulder, cupped my ass, and pushed into me. I moaned, digging my fingers into his back. His cock went so deep! I felt like I would burst.

Heath paused. "Will you do something for me?"

"Anything," I gasped.

"Will you let me do you in the ass?"

I will admit, that shocked me for a sec. I mean, *anal*? But everything was so amazing with him. If there ever was a time to try it, this was it.

"Okay."

"I'll be gentle," he said.

He pulled me to the floor. I crouched on my hands and knees. He licked my pussy from behind, then his tongue slowly traveled from my pussy to my butthole. For a second I was self-conscious—what if my tooter smelled funky? But the minute Heath started licking my ass, I lost all inhibitions. He jabbed his tongue in my asshole, slurping up and down my crack while he fingered my pussy. I pressed my head into the floor and clutched the carpet.

"Wow," I panted. "This is, I mean, this...omigod, yes!"

"Mmm-hmm. You're ready," he said.

I closed my eyes and took a deep breath. Heath slid his cock between my cheeks and nudged it against my butthole, wet with pussy juice and spit. I was more than ready. I *wanted* it.

Heath inched slowly in. He pushed in a little, pulled out a little. So gentle! He reached around and diddled my pussy. I was dripping.

"Here we go," he said, gripping my hips. With one push, he was in. He felt even bigger in my butthole! I felt a lot of pressure, but the longer he stayed inside, the more we moved together, the more my butt relaxed. And the more it relaxed, the more pleasure I felt. I didn't even know this feeling existed. Was I about to come in my butt?

"Oh oh oh," I gasped. I felt it coming.

"Yeah," Heath panted. "I'm gonna come in your ass. You're coming too?"

"Omigod, I think so. Omigod, yes!"

I swelled up inside. It was like every drop of blood in my body had rushed to my behind. I quivered. Sweat dripped down my forehead. Then, there I went.

"AAAAHHHHHHHHH!!!"

Right then, Heath busted in my booty. Like a volcano erupted in my butt.

We dropped flat on the floor, rolled onto our backs, chests heaving.

I mean, omigod. Sorry if this sounds corny, but that was, like, a transcendent experience. I finally understood why I never fit in before—'cause I never met anyone like Heath.

I can't wait for college. I'm gonna learn so much! ★



SARA



Hey, it's Lindsey. You guys, you are seeing one of the most awesome parts of my job—when I pick a girl to be Teen Queen of the Month and she's so happy she can't stop smiling!

About me: Hi! My name is Sara, I'm a senior in high school, and I'm graduating in TWO DAYS!!! I can't wait, but part of me is sad 'cause I'm going to miss my best friends and all of the fun times we had! I'll never forget you, Jessica, Kaylee, and Rileigh! Remember to watch your teeth, Ella! (You know what I'm talking about.)

Reason for posing: I'm a show-off!

Best physical feature: My tummy. It's flat even though I never stop eating!

PHOTOGRAPHY BY E.I.P. STUDIOS

Favorite hobbies: Cooking, watching cooking shows, singing, acting, shopping, hanging out with friends, hooking up with hotties.

Sexual personality: Extremely passionate!

Biggest turn-on: Chocolate.

Biggest turn-off: Fat-free anything!

First thing I notice about a guy: His mouth.

Naughtiest habit: Accidentally forgetting to wear panties sometimes. ;)

Most sensitive spot: My butt. If you just lick it or stick your finger in it, I lose my mind!

Fave position: From behind.

Best sex talent: I give the best BJ's. Do you ever choose a Teen BJ Queen of the Month? LOL!

Spit or swallow: It depends.

Swallowing is only for guys I really, really like. Oops, now they'll know if they're reading this!

Best way to come:

Eat me out. -- -- ➔





AGE: 18
HEIGHT: 5-2
WEIGHT: 102 POUNDS
MEASUREMENTS: 34B-23-33
HOMETOWN: TULSA, OKLA.



To bi or not to bi: Bi. I give the best cunnilingus, too!

Anal, yay or nay: Yay! Sometimes I like it even better than normal sex 'cause it feels so tight.

Wildest sex ever: It was a threesome with a guy and one of my best friends. No, I'm not going to say which one!

Perfect date: I cook an amazing dinner for him, and for dessert I serve him my pussy covered in whipped cream. ;)

Ultimate goal: To go to culinary school and be the next Giada De Laurentiis! ★











Are you hungry?
Love,
Sara





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♥ JULY 2012 ♥



KYLEIGH ANN

**the devil
is a lady**

Hey, it's Lindsey. The last time we saw Kyleigh Ann (August 2011), she was just starting to make movies. Now she's starred in a bunch—including *BARELY LEGAL* #121!

Welcome back, Kyleigh Ann! Hey, what are you doing with that ancient issue of *BARELY LEGAL*?
Oh, your assistant gave me some back issues. I'm all masturbated out on the ones from this year.

Do you always use BL to masturbate?

I use it for fun, but I don't really need it. I'm horny all the time for no reason. I think I might have a problem. LOL!

How have you changed in the past year?


I've definitely matured. My new motto is, Act like a lady, think like a man.

What does that mean?

It means, I love being single and having sex whenever I want with whoever, but I don't have to, like, advertise that fact. ———➔

PHOTOGRAPHY BY MATTI KLATT





You don't act very ladylike in *BARELY LEGAL* #121! So hot.

What was your favorite part?

It was when [co-star] Dane Cross put his hands down your cutoffs and you looked like you were coming right there. I was! I love getting fingered. It feels naughty, especially if you still have your clothes on.

By the end of the scene, your makeup was running all over your face.

I know. When I'm fucking, I don't worry about my makeup or hair or whatever. I just want to fuck hard and forget about everything.

Don't forget about us when you're a star. Don't worry—you're always in my dirty dreams! ★



AGE: 19
HEIGHT: 4-11½
WEIGHT: 88 POUNDS
MEASUREMENTS: 30AA-22-30
HOMETOWN: MACON, GA.





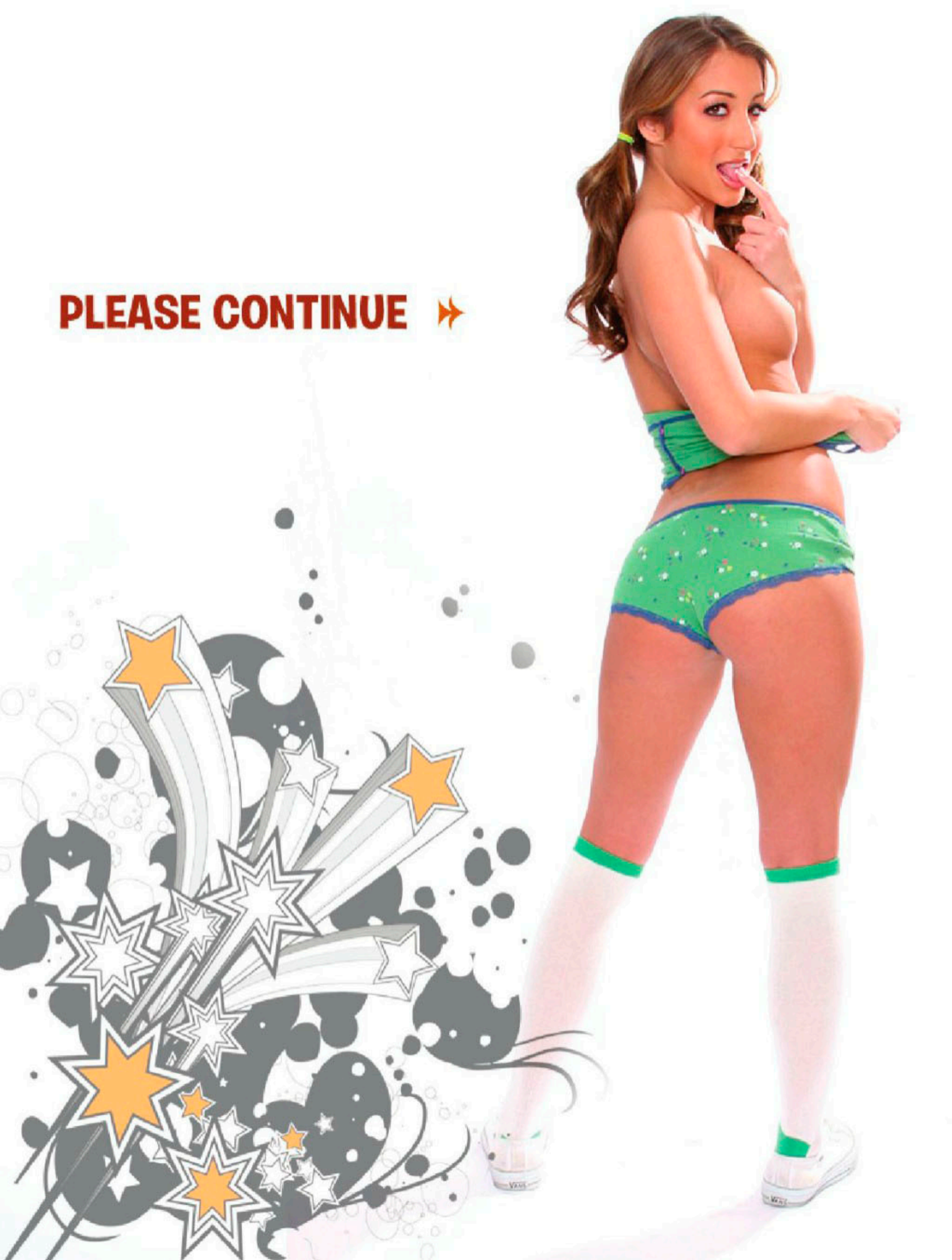






See Kyleigh Ann (as "Elaina Raye")
in *BARELY LEGAL* #121. To order, call
1-800-763-8271, ext. 7651, go to page
102 to order through the mail,
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PLEASE CONTINUE ➤



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Become an amateur model for BARELY LEGAL today. Snap a clear, color picture, and mail it to BARELY LEGAL Slumber Party, 8484 Wilshire Blvd., Suite 900, Beverly Hills, CA 90211. Every little hottie whose picture we print gets \$250 and a chance at posing for a layout worth up to \$2,500. Fill out the model release on the last page of this section and include a color copy of a valid ID. Join the *Slumber Party*!

"I think my best feature is my hair," says 20-year-old **Kush** from Waco, Texas. We think her best feature is her cute little cocksucker's mouth. Or maybe it's those luscious nips. No, it's gotta be that pretty, perfectly hairy pussy. *Argh*—we can't choose! Every part of this 5-7 sexpot is adorable, including her modesty: "I can't believe that I got approved to even be in the magazine." See? Sweet Kush loves being nude in public—she works as a professional entertainer, and she's already had sex at school, in cars, and "in a few parks." Next on the list? Joining the Mile High Club and frolicking "naked at a beach in the Bahamas." We've already bought our tickets, Kush! —photos by friend





model release * submission form

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FOR BUSH**

To submit to BARELY LEGAL *Slumber Party*, you must be 18 years of age or older at the time the photographs, transparencies or digital images were taken, and you must fill out and send a signed original of this entire model release/form; a legible **COLOR** photocopy of a valid government-issued driver's license, passport or state ID card (with photo, date of birth and signature); and a color photo of you holding this completed model release/form and the government-issued identification document. All submissions must include sharply focused color prints, transparencies or digital images. All photos become the unreturnable property of LFP Publishing Group, LLC, which buys all rights in perpetuity to photos we purchase. Get \$250 if we publish your photo, and the chance to pose for a layout worth up to \$2,500. Send photos, identification and this release to BARELY LEGAL *Slumber Party*, 8484 Wilshire Blvd., Suite 900, Beverly Hills, CA 90211. No purchase necessary.

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Phone (include area code)	Model's Social Security number	Hobbies
Personal e-mail address		Sexual fantasies (include separate sheet if necessary)
Address		
City	State	Zip

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Model's legal signature (each individual pictured must provide release)

Date (month/date/year)

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Date (month/date/year)

Note: Money sent to model only.

please print clearly



JC

SIMPSON

tall tail

Hello there! It's Stacy the intern. Beautiful JC is a college freshman majoring in business administration, and she's also a professional model. I don't know how her professors can concentrate!

JC, you're so tall! You're like a supermodel.

I wish! That would be amazing. I love doing all kinds of modeling.

Which do you like better, modeling clothes or modeling naked?

They're different—but I definitely feel more free posing naked. I can be myself.

What's yourself?

A fun, confident, sensual girl who loves sex.

Do you have trouble finding guys, being so tall?

Not now, but in high school, yes. I was super shy and gawky. I *hated* being the tallest girl in my class.

How did you get confident?

It started to happen after I lost my virginity. When you *feel* sexually attractive, you *are* sexually attractive.

What do you think is your most attractive feature?

Well, my height. I embrace it now. ;)



PHOTOGRAPHY BY
STEVEN ANDRES



What attracts you to a guy?

Physical attractiveness is last on my list. I look at inner qualities first—intelligence, kindness, a good sense of humor. A positive attitude.

What's the best way for a guy to turn you on?

Give me a foot massage.

What turns you off?

Boredom. I want to be kept on my toes.

Are you good at sucking cock?

I rock at it!

Do you swallow?

If he wants, but I prefer if he comes on me.

What if he comes in your face?

That's so hot and dirty. I love it, I don't care what anyone says.

What's the dirtiest thing you've ever done?

Let a guy lick my asshole. I change my mind—*that's* the best way to turn me on, not a foot massage.

Why can't you have both?

Okay, give me both. LOL!

What do you want to do after college?

I want to be a successful model and entrepreneur. I mean, I'm *going* to be a successful model and entrepreneur. Nobody can stop me but me! ★

AGE: 19

HEIGHT: 5-11

WEIGHT: 128 POUNDS

MEASUREMENTS: 36A-26-36

HOMETOWN: TAMPA, FLA.













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JESS

dial m for muff

Hey, it's Lindsey. High school senior Jess can't wait until she graduates in three weeks—and I bet someone else can't, either.

Jess, I have something to tell you: It's the year 2012. There are these things called cell phones?

I know, I know. Everybody teases me about my phone. But I don't like radiation.

At least get a cordless phone!

I don't need one. I do all my talking here in my room. I have to have privacy.

Why? Are you having phone sex?

[Blushes.] How did you know?

Lucky guess. Who are you doing it with?

An older guy I know. It's kind of forbidden.

He's not married, is he? →





PHOTOGRAPHY BY CLASSY CONTENT



No! It's just, he teaches at my school.

What's so hot about this older guy?

He's smart and funny, and he likes me for me. *He* would never ask me to dye my hair blond.

Did someone actually ask you to do that?

Yes, my stupid ex. Guys always go for blondes. *Skinny* blondes. I'm not skinny, either.

Yeah, you only have the most rockin' bod ever!

That's what Mr. X says! Except he says "voluptuous." See what I mean? Smart.

So, where do you hook up with this Mr. X?

We don't—not while I'm still in school. We only have phone sex.

Is it hard coming up with things to say? ----->

AGE: 18
HEIGHT: 5-4
WEIGHT: 125 POUNDS
MEASUREMENTS: 34DD-28-38
HOMETOWN: SCRANTON, PA.





No, it's easy. I just describe what I'm wearing and answer his questions—like, one time he asked if my nipples were pink.

They're really pink.

I know. He liked that!

What else does he ask?

He asks if my pussy is wet, which it is every time I talk to him. His voice saying dirty things gets me so excited. He's totally, like, polite and gentlemanly in class.

Does he know you have a big red bush?

Omigod, I thought he was going to have a heart attack when I told him that!

Do you think you'll ever hook up for real?

I know we will—in three weeks! He says he has a big graduation present for me. I can't wait to see it! ★









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We girls at BARELY LEGAL think the best person to judge the realness and hotness of a legal-teen video is a real, hot legal teen. Here to review our latest release is this month's guest critic, Holly Michaels.



Giselle lends a helping hand.



You can do it, Avril!

LAME, BUT BETTER THAN DOING HOMEWORK.



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DECENT, BUT FORGETTABLE, LIKE DRUNKEN MACKING WITH A CUTE STRANGER.



THE BARELY LEGAL BOMB!



BARELY LEGAL #126



HUSTLER Video. Director: Otto Bauer. Starring: Avril Hall, Abbie Anderson, Giselle Leon, Karina White, Carmen Monet, Eric John, Ralph Long, Marco Banderas, John Strong, and Otto Bauer.

The theme of this movie is Truth or Dare, but it should be Truth or BLOW—all of the girls are obsessed with BJ's! They just keep stopping mid-bone to slobber on cock! Innocent-looking Carmen Monet dares to suck John Strong's dick in her mom's backyard, but does she rush for fear of getting caught? No—she slurps it *sooo slowwwwly*, I thought the DVD was stuck on pause! Skinny lil' redhead Abbie Anderson also sucks with gusto, but when Eric John fucks her, she just lays there whimpering like a puppy. *Yawn*. Then—surprise!—she suddenly hops on his dick reverse-cowgirl like she's trying to win a race. *Yay!* Teeny blonde Avril Hall doesn't even wait for Otto Bauer to get his pants off—she licks his boner right through them! Otto dick-whacks her tits and tongue, but when he tries to push his peen into her tiny vaginey, it doesn't fit on the first try. (Is Avril a *virgin*? LOL!) Avril doesn't care—she just keeps cramming Otto's cock down her throat, drooling and choking the whole time. I could tell she was proud. Go, Avril! Or should I say "Blow, Avril"? :) Meanwhile, Karina White hooks up with Marco Banderas, who seriously has the biggest penis I've ever seen. Karina has to suck it and jack it at the same time! (P.S. I've been crushing on Karina since she was in the February issue of BL, so it was *awesome* to see her and her big boobies in motion.) All of the girls eat peen like champs, but the MVP is definitely Giselle Leon—she deep-throats Ralph Long without even blinking. She just makes yummy noises and shakes her tight, tan ass while he fucks her face. You never really know what to expect from horny girls except for one truth: The best ones dare to get some cum on their tongue!

To order your copy, please go to page 102.



Abbie would rather eat than be eaten.



Carmen's mom told her to go play outside.



Karina's boobs are fast-moving targets.



Bull's-eyes!

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HOLLY MICHAELS

booty queen

Stacy the intern here. I already interviewed porn starlet Holly once before (Anniversary 2011), but I still turn into a complete drooling idiot around her hotness!

Holly, omigod. Did your boobs actually get bigger?

LOL! No, they're basically the same size, but you know hormones. The other morning I woke up and they were HUGE. I just laid in bed playing with them for hours.

I bet guys can't keep their hands off them. True, but they like my butt, too.

Okay, let's talk about your butt. I was looking at your list of credits and—omigod. You do so much anal!

I know. I love anal—especially when it's really rough.

Doesn't that hurt?

It might hurt the guy! I get a little crazy when I have a dick in my ass.

What's your fave anal position?

Me on top. I like to slam my asshole down on the guy's cock and get it as deep as possible.

Sheesh!

I'm telling you—the *guy* has to watch out, not me!

Would you ever suck a cock after it's been in your butt?

Sure, why not? Every part of me tastes good. ;)

Do you have any new talents since the last time you were here?

I can deep-throat now. It's one of my favorite things to do.

What's the wildest thing you've done?

I just did my first DPI! I *loved* it. I felt so spoiled.

Is one cock going to be enough for you now?

LOL! Of course! Especially if it's in my ass. My butthole is *really* tight. Look!

Excuse me, I have to go pass out. ★

PHOTOGRAPHY BY
DIGITALDESIRE.COM







AGE: 20
HEIGHT: 5-11
WEIGHT: 134 POUNDS
MEASUREMENTS: 34D-26-36
HOMETOWN: PHOENIX











See Holly in *BARELY LEGAL* #116.
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